



FILE COPY

**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **9135232**

The Registrar of Companies for England and Wales, hereby certifies that

THE GLOBAL WARMING POLICY FORUM

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **17th July 2014**



N09135232C



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

IN01

Application to register a company

A fee is payable with this form

Please see 'How to pay' on the last page

What this form is for

You may use this form to register a
private or public company

X What this form is NOT for

You cannot use this form to reg
a limited liability partnership. To
this, please use form LL IN01



LD1 16/07/2014 #99
COMPANIES HOUSE

Part 1 Company details

A1

Company name

To check if a company name is available use our WebCheck service and select
the 'Company Name Availability Search' option

www.companieshouse.gov.uk/info

Please show the proposed company name below

Proposed company
name in full ①

The Global Warming Policy Forum

For official use

9135232

→ Filling in this form

Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① Duplicate names

Duplicate names are not permitted
A list of registered names can
be found on our website. There
are various rules that may affect
your choice of name. More
information on this is available in
our guidance booklet GP1 at
www.companieshouse.gov.uk

A2

Company name restrictions ②

Please tick the box only if the proposed company name contains sensitive
or restricted words or expressions that require you to seek comments of a
government department or other specified body

☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

② Company name restrictions

A list of sensitive or restricted
words or expressions that require
consent can be found in our
guidance booklet GP1 at
www.companieshouse.gov.uk

A3

Exemption from name ending with 'Limited' or 'Cyfyngedig' ③

Please tick the box if you wish to apply for exemption from the requirement to
have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative

☒ I confirm that the above proposed company meets the conditions for
exemption from the requirement to have a name ending with 'Limited',
'Cyfyngedig' or permitted alternative

③ Name ending exemption

Only private companies that are
limited by guarantee and meet other
specific requirements are eligible
to apply for this. For more details,
please go to our website
www.companieshouse.gov.uk

A4

Company type ④

Please tick the box that describes the proposed company type and members'
liability (only one box must be ticked)

☐ Public limited by shares
☐ Private limited by shares
☒ Private limited by guarantee
☐ Private unlimited with share capital
☐ Private unlimited without share capital

④ Company type

If you are unsure of your company's
type, please go to our website
www.companieshouse.gov.uk

IN01

Application to register a company

A5

Situation of registered office ①

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked)

- ☒ England and Wales
☐ Wales
☐ Scotland
☐ Northern Ireland

① Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence

For England and Wales companies, the address must be in England or Wales

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively

A6

Registered office address ②

Please give the registered office address of your company

Building name/number 10

Street Upper Bank Street

Post town London

County/Region London

Postcode E 1 4 5 N P

② Registered office address

You must ensure that the address shown in this section is consistent with the situation indicated in section A5

You must provide an address in England or Wales for companies to be registered in England and Wales

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively

A7

Articles of association ③

Please choose one option only and tick one box only

Option 1

I wish to adopt one of the following model articles in its entirety Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 2

I wish to adopt the following model articles with additional and/or amended provisions I attach a copy of the additional and/or amended provision(s) Please tick only **one** box

- ☐ Private limited by shares
☐ Private limited by guarantee
☐ Public company

Option 3

☒ I wish to adopt entirely bespoke articles I attach a copy of the bespoke articles to this application

③ For details of which company type can adopt which model articles, please go to our website www.companieshouse.gov.uk

A8

Restricted company articles ④

Please tick the box below if the company's articles are restricted

☐

④ Restricted company articles

Restricted company articles are those containing provision for entrenchment For more details, please go to our website www.companieshouse.gov.uk

IN01

Application to register a company

Part 2 Proposed officers

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1

Secretary

B1 Secretary appointments ①

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C5.

Title *	
Full forename(s)	
Surname	
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C5 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

B2 Secretary's service address ③

Building name/number	
Street	
Post town	
County/Region	
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
Country	

③ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

B3 Signature ④

I consent to act as secretary of the proposed company named in **Section A1**

Signature	Signature  
-----------	--

④ Signature

The person named above consents to act as secretary of the proposed company.

IN01

Application to register a company

Corporate secretary**C1****Corporate secretary appointments ①**

Please use this section to list all the corporate secretary appointments taken on formation

Name of corporate body/firm

Building name/number

Street

Post town

County/Region

Postcode

Country

① Additional appointments

If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page

Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

C2**Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ **Yes** Complete **Section C3 only**→ **No** Complete **Section C4 only****C3****EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ③

Registration number

② EEAA full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)**C4****Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm

Governing law

If applicable, where the company/firm is registered ④

Registration number

④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

C5**Signature ⑤**I consent to act as secretary of the proposed company named in **Section A1**.

Signature

Signature

X

X

⑤ Signature

The person named above consents to act as corporate secretary of the proposed company

INU1

Application to register a company

Director

D1	Director appointments ①		<p>① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.</p> <p>② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.</p> <p>③ Country/State of residence This is in respect of your usual residential address as stated in section D4.</p> <p>④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.</p> <p>Additional appointments If you wish to appoint more than one director, please use the 'Director appointments' continuation page.</p>
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E5.			
Title *	Lord		
Full forename(s)	Nigel		
Surname	Lawson		
Former name(s) ②			
Country/State of residence ③	UK		
Nationality	British		
Date of birth	<div style="display: flex; justify-content: space-between;"> d1 d1 m0 m3 y1 y9 y3 y2 </div>		
Business occupation (if any) ④	Peer of the Realm		
D2	Director's service address ⑤		<p>⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address.</p> <p>Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.</p> <p>If you provide your residential address here it will appear on the public record.</p>
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.			
Building name/number	The Company's Registered Office		
Street			
Post town			
County/Region			
Postcode			
Country			
D3	Signature ⑥		<p>⑥ Signature The person named above consents to act as director of the proposed company.</p>
I consent to act as director of the proposed company named in Section A1.			
Signature	<div style="display: flex; align-items: center;"> X X </div>		

IN01

Application to register a company

Director

D1

Director appointments ①

Please use this section to list all the director appointments taken on formation
For a corporate director, complete Sections E1-E5

Title *	Mr
Full forename(s)	Edward
Surname	Atkin
Former name(s) ②	
Country/State of residence ③	UK
Nationality	British
Date of birth	d3 d0 m0 m8 y1 y9 y4 y4
Business occupation (if any) ④	Company Director

- ① Appointments**
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
- ② Former name(s)**
Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
- ③ Country/State of residence**
This is in respect of your usual residential address as stated in Section D4.
- ④ Business occupation**
If you have a business occupation, please enter here. If you do not, please leave blank.
- Additional appointments**
If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑤

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

- ⑤ Service address**
This is the address that will appear on the public record. This does not have to be your usual residential address.
- Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.
- If you provide your residential address here it will appear on the public record.

D3

Signature ⑥

I consent to act as director of the proposed company named in Section A1.

Signature	Signature X  X
-----------	--

- ⑥ Signature**
The person named above consents to act as director of the proposed company.

IN01 - continuation page

Application to register a company

Director

D1		Director appointments ①
		Please use this section to list all the directors of the company For a corporate director, complete Sections E1-E5.
Title *	Mr	
Full forename(s)	Neil	
Surname	Record	
Former name(s) ②		
Country/State of residence ③	UK	
Nationality	British	
Date of birth	26/06/1953	
Business occupation (if any) ④	Company Director	
		① Appointments Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.
		② Former name(s) Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.
		③ Country/State of residence This is in respect of your usual residential address as stated in Section D4.
		④ Business occupation If you have a business occupation, please enter here. If you do not, please leave blank.



D2		Director's service address ⑤
		Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		
		⑤ Service address This is the address that will appear on the public record. This does not have to be your usual residential address. Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office. If you provide your residential address here it will appear on the public record.

D3		Signature ⑥
		I consent to act as director of the proposed company named in Section A1 .
Signature	Signature X <i>Neil Record</i> X	
		⑥ Signature The person named above consents to act as director of the proposed company.

IN01

Application to register a company

Corporate director

E1 Corporate director appointments ①		① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number
Please use this section to list all the corporate directors taken on formation		
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode		
Country		
E2 Location of the registry of the corporate body or firm		
Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only		
E3 EEA companies ②		
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register		② EEA A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)
Where the company/firm is registered ③		
Registration number		
E4 Non-EEA companies		
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register		④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
E5 Signature ⑤		
I consent to act as director of the proposed company named in Section A1 .		⑤ Signature The person named above consents to act as corporate director of the proposed company
Signature	Signature  	

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ **Yes** Complete the sections below→ **No** Go to **Part 4 (Statement of guarantee)**.**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling
 If all your issued capital is in sterling, only complete **Section F1** and then go to **Section F4**

Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
				£
				£
				£
				£
Totals			0	£ 0 00

F2 Share capital in other currencies

Please complete the table below to show any class of shares held in other currencies
 Please complete a separate table for each currency

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

Currency				
Class of shares (E.g. Ordinary/Preference etc.)	Amount paid up on each share ①	Amount (if any) unpaid on each share ①	Number of shares ②	Aggregate nominal value ③
Totals				

F3 Totals

Please give the total number of shares and total aggregate nominal value of issued share capital

Total number of shares	0
Total aggregate nominal value ④	

④ **Total aggregate nominal value**
 Please list total aggregate values in different currencies separately. For example £100 + €100 + \$10 etc

① Including both the nominal value and any share premium

③ Number of shares issued multiplied by nominal value of each share

② Total number of issued shares in this class

Continuation Pages

Please use a Statement of Capital continuation page if necessary

F4**Statement of capital** (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**

Class of share

Prescribed particulars

1**1 Prescribed particulars of rights attached to shares**

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

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Application to register a company

Class of share

Prescribed particulars

1

1 Prescribed particulars of rights attached to shares

The particulars are

- a particulars of any voting rights, including rights that arise only in certain circumstances,
- b particulars of any rights, as respects dividends, to participate in a distribution,
- c particulars of any rights, as respects capital, to participate in a distribution (including on winding up), and
- d whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder and any terms or conditions relating to redemption of these shares

A separate table must be used for each class of share

Continuation pages

Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary

IN01

Application to register a company

F5

Initial shareholdings

This section should only be completed by companies incorporating with share capital

Please complete the details below for each subscriber

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address

Initial shareholdings

Please list the company's subscribers in alphabetical order

Please use an 'Initial shareholdings' continuation page if necessary

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) unpaid	Amount paid
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

IN01

Application to register a company

Part 4**Statement of guarantee**

Is your company limited by guarantee?

- **Yes** Complete the sections below
 → **No** Go to **Part 5** (Statement of compliance)

G1**Subscribers**

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for

- payment of debts and liabilities of the company contracted before I cease to be a member,
- payment of costs, charges and expenses of winding up, and,
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below

1 Name

Please use capital letters

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

Subscriber's details

Forename(s) 1	The Global Warming Policy Foundation									
Surname 1	(registered charity number 1131448)									
Address 2	10 Upper Bank Street									
	London									
Postcode	E	1	4		5	N	P			
Amount guaranteed 3	£1 00									

Subscriber's details

Forename(s) 1										
Surname 1										
Address 2										
Postcode										
Amount guaranteed 3										

Subscriber's details

Forename(s) 1										
Surname 1										
Address 2										
Postcode										
Amount guaranteed 3										

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Application to register a company

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

Subscriber's details

Forename(s) ①

Surname ①

Address ②

Postcode

Amount guaranteed ③

① Name

Please use capital letters

② Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

③ Amount guaranteed

Any valid currency is permitted

Continuation pages

Please use a 'Subscribers' continuation page if necessary

IN01

Application to register a company

Part 5**Statement of compliance**

This section must be completed by all companies

Is the application by an agent on behalf of all the subscribers?

- **No** Go to **Section H1** (Statement of compliance delivered by the subscribers)
- **Yes** Go to **Section H2** (Statement of compliance delivered by an agent)

H1**Statement of compliance delivered by the subscribers ①**

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

① Statement of compliance delivered by the subscribers
Every subscriber to the memorandum of association must sign the statement of compliance

IN01

Application to register a company

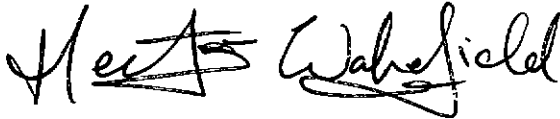
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X
Subscriber's signature	Signature X	X

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign

H2**Statement of compliance delivered by an agent**

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association

Agent's name	Hector Wakefield
Building name/number	66
Street	Lincoln's Inn Fields
Post town	London
County/Region	London
Postcode	W C 2 A 3 L H
Country	UK
	I confirm that the requirements of the Companies Act 2006 as to registration have been complied with
Agent's signature	Signature X  X

IN01

Application to register a company

**Presenter information**

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name **Hector Wakefield**

Company name **Farrer & Co LLP**

Address **66 Lincoln's Inn Fields**

Post town

County/Region **London**

Postcode **W C 2 A 3 L H**

Country

DX **32 Chancery Lane**

Telephone **+44 (0)20 3375 7000**

**Certificate**

We will send your certificate to the presenter's address (shown above) or if indicated to another address shown below:

- ☐ At the registered office address (Given in Section A6)
☒ At the agent's address (Given in Section H2)

**Checklist****We may return forms completed incorrectly or with information missing****Please make sure you have remembered the following**

- ☒ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company and Business Names (Miscellaneous Provisions) Regulations 2008, please attach consent.
- ☒ You have used the correct appointment sections.
- ☒ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☒ The document has been signed, where indicated.
- ☒ All relevant attachments have been included.
- ☒ You have enclosed the Memorandum of Association.
- ☒ You have enclosed the correct fee.

**Important information**

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.

**How to pay****A fee is payable on this form.**

Make cheques or postal orders payable to 'Companies House'. For information on fees, go to www.companieshouse.gov.uk

**Where to send**

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales.

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland:

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Section 243 exemption

If you are applying for, or have been granted a section 243 exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE

**Further information**

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

of

THE GLOBAL WARMING POLICY FORUM

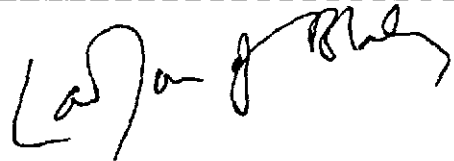
Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share

Name of each subscriber

Authentication by each subscriber

The Global Warming Policy Foundation

(company number 06962749,
charity number 1131448)



Signed by The Rt Hon The Lord Lawson of Blaby
for and on behalf of The Global Warming
Policy Foundation

Dated 16/07/

2014

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE GLOBAL WARMING POLICY FORUM

Incorporated on 16 July 2014

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1. Interpretation

1.1 In these Articles, unless the context otherwise requires

Act means the Companies Act 2006,

Articles means the Company's articles of association for the time being in force,

Bankruptcy includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

Business Day means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business,

Chair has the meaning given in Article 16,

Chair of the Meeting has the meaning given in Article 33 3,

Conflict means a situation in which a Director has or can have a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company, save that the interests of the Foundation will not be considered capable of conflicting with the interests of the Company,

Company means The Global Warming Policy Forum as governed by these Articles,

Director means a director of the company, and includes any person occupying the position of director, by whatever name called,

Document includes, unless otherwise specified, any Document sent or supplied in Electronic Form,

Electronic Form has the meaning given in section 1168 of the Act,

Eligible Director means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 18, any Director whose vote is not to be counted in respect of the particular matter),

Foundation means The Global Warming Policy Foundation (company number 06962749, charity number 1131448),

Member has the meaning given in section 112 of the Act,

Model Articles means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles,

Ordinary Resolution has the meaning given in section 282 of the Act,

participate, in relation to a directors' meeting, has the meaning given in Article 14,

Proxy Notice has the meaning given in Article 40 1,

Special Resolution has the meaning given in section 283 of the Act,

Subsidiary has the meaning given in section 1159 of the Act, and

writing means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise

1 2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles

1 3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles

1 4 A reference in these Articles to an "Article" is a reference to the relevant article of these Articles unless expressly provided otherwise

1 5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of

1 5 1 any subordinate legislation from time to time made under it, and

1 5 2 any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts

1 6 Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms

1 7 The Model Articles shall not apply to the Company

2. Objects

The objects for which the Company is established are to promote commerce, art, science, education, charity or any profession, and anything incidental or conducive to any of those

3. Powers

In pursuance of the objects set out in Article 2, the Company has the power to

3 1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company,

3 2 borrow and raise money in such manner as the Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets,

3 3 invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit,

3 4 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world,

3 5 lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or Subsidiary,

3 6 lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, affect or advance the principal objects in any way,

3 7 pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same,

3 8 enter into contracts to provide services to or on behalf of other bodies,

3 9 provide and assist in the provision of money, materials or other help,

- 3 10 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments,
- 3 11 incorporate Subsidiary companies to carry on any trade, and
- 3 12 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in Article 2

4. Not for Distribution

- 4 1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in Article 2
- 4 2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of
 - 4 2 1 reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company,
 - 4 2 2 any interest on money lent by any Member or any Director at a reasonable and proper rate,
 - 4 2 3 reasonable and proper rent for premises demised or let by any Member or Director,
 - 4 2 4 reasonable out-of-pocket expenses properly incurred by any Director, or
 - 4 2 5 premiums on insurance taken out in exercise of the power conferred in Article 48 3

5. Winding Up

- 5 1 On the winding-up or dissolution of the Company any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to either
 - 5 1 1 the Foundation (provided that the Foundation is a registered charity at the time of winding-up or dissolution but regardless of whether or not the Foundation is a Member), or
 - 5 1 2 if the Foundation is not a registered charity at the time of winding-up or dissolution, another body (charitable or otherwise)
 - (a) with objects similar to those of the Company, or
 - (b) the objects of which are the promotion of charity and anything incidental or conducive thereto,
- such body to be determined by the Members at the time of winding-up or dissolution and whether or not the body is a Member

6. Guarantee

6 1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while the Member is a Member or within one year after ceasing to be a Member, for

6 1 1 payment of the Company's debts and liabilities contracted before the Member ceases to be a Member,

6 1 2 payment of the costs, charges and expenses of the winding up, and

6 1 3 adjustment of the rights of the contributories among themselves

Directors

7. Directors' General Authority

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company

8. Members' Reserve Power

8 1 The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action

8 2 No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution

9. Directors May Delegate

9 1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles

9 1 1 to such person or committee,

9 1 2 by such means (including by power of attorney),

9 1 3 to such an extent,

9 1 4 in relation to such matters or territories, and

9 1 5 on such terms and conditions;

as they think fit

9 2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated

9 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

10 Committees

- 10 1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors
- 10 2 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them

11. Directors to Take Decisions Collectively

- 11 1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 12

- 11 2 If

- 11 2 1 the company only has one Director for the time being, and

- 11 2 2 no provision of the Articles requires it to have more than one Director,

the general rule does not apply, and the Director may (for so long as the Director remains the sole Director) take decisions without regard to any of the provisions of the Articles relating to Directors' decision-making

12. Unanimous Decisions

- 12 1 A decision of the Directors is taken in accordance with this article when all Eligible Directors indicate to each other by any means that they share a common view on a matter
- 12 2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing
- 12 3 A decision may not be taken in accordance with this article if the Eligible Directors would not have formed a quorum at such a meeting

13. Calling a Directors' Meeting

- 13 1 Any Director may call a Directors' meeting by giving not less than seven Business Days' notice of the meeting (or such lesser notice as all the Directors may agree) to the Directors or by authorising the company secretary (if any) to give such notice
- 13 2 Notice of any Directors' meeting must indicate
 - 13 2 1 its proposed date and time,
 - 13 2 2 where it is to take place, and
 - 13 2 3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting
- 13 3 Notice of a Directors' meeting must be given to each Director, but need not be in writing

13 4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than seven days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

13 5 A Director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the Directors' meeting.

14. Participation in Directors' Meetings

14 1 Subject to the articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when

14 1 1 the meeting has been called and takes place in accordance with the Articles, and

14 1 2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

14 2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

14 3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

15. Quorum for Directors' Meetings

15 1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

15 2 Subject to Article 15 3, the quorum for the transaction of business at a meeting of Directors is any two Eligible Directors.

15 3 For the purposes of any meeting (or part of a meeting) held pursuant to Article 18 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) (defined in Article 18 1), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

15 4 If the total number of Directors in office for the time being is less than the quorum required, the Directors must not take any decision other than a decision

15 4 1 to appoint further Directors, or

15 4 2 to call a general meeting so as to enable the Members to appoint further Directors.

16. Chairing of Directors' Meetings

16 1 The Foundation may appoint a Director to chair meetings of the Directors.

16 2 The person so appointed for the time being is known as the Chair.

16 3 The Foundation may terminate the Chair's appointment at any time.

- 16 4 If the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it

17. Casting Vote

- 17 1 If the numbers of votes for and against a proposal at a meeting of Directors are equal, the Chair or other Director chairing the meeting shall have a casting vote
- 17 2 Article 17 1 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the Chair or other Director is not an Eligible Director for the purposes of that meeting (or part of a meeting)

18. Directors' Conflicts of Interest

- 18 1 The Directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (**Interested Director**) breaching that Director's duty under section 175 of the Act to avoid conflicts of interest
- 18 2 Any authorisation under this Article 18 shall be effective only if
- 18 2 1 to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine,
 - 18 2 2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director, and
 - 18 2 3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted
- 18 3 Any authorisation of a Conflict under this Article 18 may (whether at the time of giving the authorisation or subsequently)
- 18 3 1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised,
 - 18 3 2 provide that the Interested Director be excluded from the receipt of Documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict,
 - 18 3 3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict,
 - 18 3 4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit,
 - 18 3 5 provide that, where the Interested Director obtains, or has obtained (through involvement in the Conflict and otherwise than through the Interested Director's position as a Director of the Company) information that is confidential to a third party, the Interested Director shall not be

obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence, and

- 18 3 6 permit the Interested Director to withdraw from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters
- 18 4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to comply with any terms and conditions imposed by the Directors in relation to the Conflict
- 18 5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation
- 18 6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which the Director derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds
- 18 7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided the Director has declared the nature and extent of the Director's interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company
- 18 7 1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested,
- 18 7 2 shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which the Director is interested,
- 18 7 3 shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which the Director is interested,
- 18 7 4 may act alone or by the Director's firm in a professional capacity for the Company (otherwise than as auditor) and the Director or the Director's firm shall be entitled to remuneration for professional services as if the Director were not a Director,
- 18 7 5 may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested, and

- 18 7 6 shall not, save as the Director may otherwise agree, be accountable to the Company for any benefit which the Director (or a person connected with the Director (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of the Director's duty under section 176 of the Act
- 18 8 For the purposes of this article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting
- 18 9 Subject to Article 18 10, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any Director other than the Chair is to be final and conclusive
- 18 10 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes
- 19. Records of Decisions to be Kept**
- 19 1 The Directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors
- 19 2 Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye
- 20. Directors' Discretion to Make Further Rules**
- Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors
- 21. Number of Directors**
- Unless otherwise determined by Ordinary Resolution, the number of Directors shall not be subject to any maximum but shall not be less than two
- 22. Methods of Appointing Directors**
- 22 1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director
- 22 1 1 by Ordinary Resolution, or
- 22 1 2 by a decision of the Directors

23. Death or Bankruptcy of Sole Member Director

- 23 1 In any case where a Member dies or becomes bankrupt and the Company has no Members and no Directors, the person(s) who is entitled to that membership under Article 29 4 has the right, by notice in writing, to appoint a natural person (including the appointor itself), who is willing to act and permitted to do so, to be a Director of the Company
- 23 2 For the purposes of Article 23 1, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member

24. Termination of a Director's Appointment

- 24 1 A person ceases to be a Director as soon as
- 24 1 1 that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law,
 - 24 1 2 a bankruptcy order is made against that person,
 - 24 1 3 a composition is made with that person's creditors generally in satisfaction of that person's debts,
 - 24 1 4 a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months, or
 - 24 1 5 notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms

25. Directors' Remuneration

- 25 1 Directors may undertake any services for the company that the Directors decide
- 25 2 Directors are entitled to such remuneration as the Directors determine
- 25 2 1 for their services to the company as Directors, and
 - 25 2 2 for any other service which they undertake for the company
- 25 3 Subject to the Articles, a Director's remuneration may
- 25 3 1 take any form, and
 - 25 3 2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director
- 25 4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day
- 25 5 Unless the Directors decide otherwise, Directors are not accountable to the company for any remuneration which they receive as Directors or other officers or

employees of the company's Subsidiaries or of any other body corporate in which the company is interested

26. Directors' Expenses

26 1 The company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at

26 1 1 meetings of Directors or committees of Directors,

26 1 2 general meetings, or

26 1 3 separate meetings of the holders of debentures of the company,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company

27. Secretary

The Directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors

Members

28. Application for Membership

28 1 No person other than the Foundation shall become a Member unless that person has completed an application for membership in a form approved by the Directors from time to time. A letter shall be sent to each successful applicant confirming their membership of the Company and the details of each successful applicant shall be entered into the Register of Members

28 2 The Directors may decline to accept any application for membership and need not give reasons for doing so

28 3 The Directors may establish different classes of Members and set out their respective rights and obligations

29 Transfer of Membership

29 1 A Member may transfer membership to another person by signing an instrument of transfer in any usual form or in any form approved by the Directors and depositing such Document at the registered office of the Company

29 2 Following deposit of the instrument of transfer at the registered office, as soon as reasonably practicable, the transferee shall be registered in the Register of Members of the Company and transferee shall be notified of the date the transferee becomes a Member

29 3 No fee shall be charged for registering the transferee in the Register of Members

29 4 When a Member dies or becomes Bankrupt (if an individual) or goes into receivership, administrative receivership, administration, liquidation or other arrangement for the winding up of a company (if a company), the membership shall

automatically pass to the personal representatives, trustee in Bankruptcy, supervisor, receiver, administrator or administrative receiver (as appropriate)

30. Termination of Membership

A Member may withdraw from membership of the company by giving seven days' notice to the Company in writing

31. Attendance and Speaking at General Meetings

- 31 1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting
- 31 2 A person is able to exercise the right to vote at a general meeting when
- 31 2 1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
- 31 2 2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting
- 31 3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it
- 31 4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other
- 31 5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them

32. Quorum for General Meetings

No business other than the appointment of the Chair of the Meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

33. Chairing General Meetings

- 33 1 If the Foundation has appointed a Chair, the Chair shall chair general meetings if present and willing to do so
- 33 2 If the Foundation has not appointed a Chair, or if the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start
- 33 2 1 the Directors present, or
- 33 2 2 (if no Directors are present), the meeting,
- must appoint a Director or Member to chair the meeting, and the appointment of the Chair of the Meeting must be the first business of the meeting

- 33 3 The person chairing a meeting in accordance with this article is referred to as “the Chair of the Meeting”

34. Attendance and Speaking by Directors and Non-Members

- 34 1 Directors may attend and speak at general meetings, whether or not they are Members
- 34 2 The Chair of the Meeting may permit other persons who are not Members of the company to attend and speak at a general meeting

35. Adjournment

- 35 1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the Meeting must adjourn it

- 35 2 The Chair of the Meeting may adjourn a general meeting at which a quorum is present if

35 2 1 the meeting consents to an adjournment, or

35 2 2 it appears to the Chair of the Meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

- 35 3 The Chair of the Meeting must adjourn a general meeting if directed to do so by the meeting

- 35 4 When adjourning a general meeting, the Chair of the Meeting must

35 4 1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and

35 4 2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

- 35 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least seven clear days’ notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)

35 5 1 to the same persons to whom notice of the company’s general meetings is required to be given, and

35 5 2 containing the same information which such notice is required to contain

- 35 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

36. Votes of Members

Subject to the Act, at any general meeting every Member who is present in person (or by proxy) shall on a show of hands have one vote and every Member present in person (or by proxy) shall on a poll have one vote

37 Voting at General Meetings

- 37 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles

38. Errors and Disputes

- 38 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 38 2 Any such objection must be referred to the Chair of the Meeting whose decision is final

39. Poll Votes

- 39 1 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318 of the Act) present and entitled to vote at the meeting
- 39 2 A poll on a resolution may be demanded
- 39 2 1 in advance of the general meeting where it is to be put to the vote, or
- 39 2 2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared
- 39 3 A demand for a poll may be withdrawn if
- 39 3 1 the poll has not yet been taken, and
- 39 3 2 the Chair of the Meeting consents to the withdrawal,
- and a demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made
- 39 4 Polls must be taken immediately and in such manner as the Chair of the Meeting directs

40. Content of Proxy Notices

- 40 1 Proxies may only validly be appointed by a notice in writing (**Proxy Notice**) which
- 40 1 1 states the name and address of the Member appointing the proxy,
- 40 1 2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed,
- 40 1 3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine, and
- 40 1 4 is delivered to the company in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or adjourned meeting) to which they relate,

- and a proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion, accept the notice at any time before the meeting
- 40 2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes
- 40 3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions
- 40 4 Unless a proxy notice indicates otherwise, it must be treated as
- 40 4 1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- 40 4 2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself

41. Delivery of Proxy Notices

- 41 1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person
- 41 2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given
- 41 3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates
- 41 4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf

42. Amendments to Resolutions

- 42 1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if
- 42 1 1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the Meeting may determine), and
- 42 1 2 the proposed amendment does not, in the reasonable opinion of the Chair of the Meeting, materially alter the scope of the resolution
- 42 2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if
- 42 2 1 the Chair of the Meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
- 42 2 2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution

- 42 3 If the Chair of the Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair of the Meeting's error does not invalidate the vote on that resolution

Administrative Arrangements

43. Means of Communication to be Used

- 43 1 Subject to the Articles, anything sent or supplied by or to the company under the Articles may be sent or supplied in any way in which the Act provides for Documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Company
- 43 2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being
- 43 3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours
- 43 4 Any notice, Document or other information shall be deemed served on or delivered to the intended recipient
- 43 4 1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48 hours after it was posted (or five Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least five Business Days was guaranteed at the time of sending and the sending party receives a confirmation of delivery from the courier service provider),
- 43 4 2 if properly addressed and delivered by hand, when it was given or left at the appropriate address,
- 43 4 3 if properly addressed and sent or supplied by electronic means, one hour after the Document or information was sent or supplied, and
- 43 4 4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website
- 43 5 For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day
- 43 6 In proving that any notice, Document or other information was properly addressed, it shall suffice to show that the notice, Document or other information was addressed to an address permitted for the purpose by the Act

44. Company Seals

- 44 1 Any common seal may only be used by the authority of the Directors
- 44 2 The Directors may decide by what means and in what form any common seal is to be used
- 44 3 Unless otherwise decided by the Directors, if the company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 44 4 For the purposes of this article, an authorised person is
- 44 4 1 any Director of the Company,
- 44 4 2 the company secretary (if any), or
- 44 5 any person authorised by the Directors for the purpose of signing Documents to which the common seal is applied

45. No Right to Inspect Accounts and Other Records

Except as provided by law or authorised by the Directors or an Ordinary Resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a Member

46. Provision for Employees on Cessation of Business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its Subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that Subsidiary

47. Rules

The Directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of members, membership fees and subscriptions and the admission criteria for members) If there is a conflict between the terms of these Articles and any rules established under this article, the terms of these Articles shall prevail

48. Indemnity and Insurance

- 48 1 Subject to Article 48 2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled
- 48 1 1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by the officer as a relevant officer
- (a) in the actual or purported execution and/or discharge of the relevant officer's duties, or in relation to them, and

- (b) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by the officer in defending any civil or criminal proceedings, in which judgment is given in the officer's favour or in which the officer is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on the officer's part or in connection with any application in which the court grants the officer, in the officer's capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs, and

- 48 1 2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by the officer in connection with any proceedings or application referred to in Article 48 1 1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure
- 48 2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly
- 48 3 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss
- 48 4 In this article
- 48 4 1 companies are associated if one is a Subsidiary of the other or both are Subsidiaries of the same body corporate, and
- 48 4 2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and
- 48 4 3 a "relevant officer" means any Director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not the person is also a Director or other officer), to the extent the person acts in the person's capacity as auditor)